



## FEDERAL HOUSING FINANCE AGENCY

[No. 2021–N–3]

### Proposed Collection; Comment Request

**AGENCY:** Federal Housing Finance Agency.

**ACTION:** Federal Home Loan Bank Director—60-day notice of submission of information collection for approval from Office of Management and Budget.

**SUMMARY:** In accordance with the requirements of the Paperwork Reduction Act of 1995 (PRA), the Federal Housing Finance Agency (FHFA or the Agency) is seeking public comments concerning an information collection known as “Federal Home Loan Bank Directors,” which has been assigned control number 2590-0006 by the Office of Management and Budget (OMB). FHFA intends to submit the information collection to OMB for review and approval of a three-year extension of the control number, which is due to expire on February 28, 2021.

**DATES:** Interested persons may submit comments on or before [INSERT DATE 60 DAYS AFTER DATE OF PUBLICATION IN THE FEDERAL REGISTER].

**ADDRESSES:** Submit comments to FHFA, identified by “Proposed Collection; Comment Request: ‘Federal Home Loan Bank Directors, (No. 2021-N-3)’” by any of the following methods:

- *Agency Website:* [www.fhfa.gov/open-for-comment-or-input](https://www.fhfa.gov/open-for-comment-or-input).
- *Federal eRulemaking Portal:* <http://www.regulations.gov>. Follow the instructions for submitting comments. If you submit your comment to the *Federal eRulemaking Portal*, please also send it by *e-mail* to FHFA at [RegComments@fhfa.gov](mailto:RegComments@fhfa.gov) to ensure timely receipt by the agency.
- *Mail/Hand Delivery:* Federal Housing Finance Agency, Eighth Floor, 400 Seventh Street SW., Washington, DC 20219, ATTENTION: Proposed

Collection; Comment Request: “Federal Home Loan Bank Directors, (No. 2021-N-3).”

We will post all public comments we receive without change, including any personal information you provide, such as your name and address, email address, and telephone number, on the FHFA website at <http://www.fhfa.gov>. In addition, copies of all comments received will be available for examination by the public through the electronic comment docket for this PRA Notice also located on the FHFA website.

**FOR FURTHER INFORMATION CONTACT:** Vickie Olafson, Assistant General Counsel, [Vickie.Olafson@fhfa.gov](mailto:Vickie.Olafson@fhfa.gov), (202) 649-3025; or Angela Supervielle, Counsel, [Angela.Supervielle@fhfa.gov](mailto:Angela.Supervielle@fhfa.gov), (202) 649-3973 (these are not toll-free numbers); Federal Housing Finance Agency, 400 Seventh Street SW., Washington, DC 20219. The Telecommunications Device for the Deaf is (800) 877-8339.

## **SUPPLEMENTARY INFORMATION:**

### **A. Need for and Use of the Information Collection**

Section 7 of the Federal Home Loan Bank Act (Bank Act) vests the management of each Federal Home Loan Bank (Bank) in its board of directors.<sup>1</sup> As required by section 7, each Bank’s board comprises two types of directors: (1) member directors, who are drawn from the officers and directors of member institutions located in the Bank’s district and who are elected to represent members in a particular state in that district; and (2) independent directors, who are unaffiliated with any of the Bank’s member institutions, but who reside in the Bank’s district and are elected on an at-large basis.<sup>2</sup> Both types of directors serve four-year terms, which are staggered so that approximately one-quarter of a Bank’s total directorships are up for election every year.<sup>3</sup> Section 7 and FHFA’s implementing regulation, codified at 12 CFR part 1261, establish

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<sup>1</sup> See 12 U.S.C. 1427(a)(1).

<sup>2</sup> See 12 U.S.C. 1427(b) and (d).

<sup>3</sup> See 12 U.S.C. 1427(d).

the eligibility requirements for both types of Bank directors and the professional qualifications for independent directors, and set forth the procedures for their election.

Part 1261 of the regulations requires that each Bank administer its own annual director election process. As part of this process, a Bank must require each nominee for both types of directorship, including any incumbent that may be a candidate for re-election, to complete and return to the Bank a form that solicits information about the candidate's statutory eligibility to serve and, in the case of independent director candidates, about his or her professional qualifications for the directorship being sought.<sup>4</sup> Specifically, member director candidates are required to complete the *Federal Home Loan Bank Member Director Eligibility Certification Form (Member Director Eligibility Certification Form)*, while independent director candidates must complete the *Federal Home Loan Bank Independent Director Application Form (Independent Director Application Form)*. Each Bank must also require all of its incumbent directors to certify annually that they continue to meet all eligibility requirements.<sup>5</sup> Member directors do this by completing the *Member Director Eligibility Certification Form* again every year, while independent directors complete the abbreviated *Federal Home Loan Bank Independent Director Annual Certification Form (Independent Director Annual Certification Form)* to certify their ongoing eligibility.

The Banks use the information collection contained in the *Independent Director Application Form* and part 1261 to determine whether individuals who wish to stand for election or re-election as independent directors satisfy the statutory eligibility requirements and possess the professional qualifications required under the statute and regulations. Only individuals meeting those requirements and qualifications may serve as an independent director.<sup>6</sup> On an annual basis, the Banks use the information

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<sup>4</sup> See 12 CFR 1261.7(c) and (f); 12 CFR 1261.14(b).

<sup>5</sup> See 12 CFR 1261.12.

<sup>6</sup> See 12 U.S.C. 1427(a)(3).

collection contained in the *Independent Director Annual Certification Form* and part 1261 to determine whether its incumbent independent directors continue to meet the statutory eligibility requirements. The Banks use the information collection contained in the *Member Director Eligibility Certification Form* and part 1261 to determine whether individuals who wish to stand for election or re-election as member directors satisfy the statutory eligibility requirements. Only individuals meeting these requirements may serve as a member director.<sup>7</sup> On an annual basis, the Banks also use the information collection contained in the *Member Director Eligibility Certification Form* and part 1261 to determine whether its incumbent member directors continue to meet the statutory eligibility requirements.

The OMB control number for this information collection is 2590-0006. The current clearance for the information collection expired on February 28, 2021. The likely respondents are individuals who are prospective and incumbent Bank directors.

## **B. Revisions to the Existing Bank Director Forms**

In advance of the 2021 Bank director election cycle, FHFA is revising each of the three Bank Director Application and Certification forms, all of which have existed in substantially their current form since the current statutory requirements for Bank directors were adopted in 2008.

The *Independent Director Application Form*, by far the longest of the three forms at eight pages and requiring a number of essay-type answers, is completed by all independent directorship nominees, including incumbents seeking re-nomination. The information requested on the form is intended to confirm that the nominee is legally eligible to serve as an independent director, has the required professional qualifications for the type of independent directorship being sought, and is of high personal integrity and to identify any potential conflicts of interest of which the Bank should be aware.

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<sup>7</sup> See 12 U.S.C. 1427(a)(3) and (b)(1).



The proposed revisions would tie the questions more closely to statutory and regulatory requirements, provide more structured answer choices so as to ensure responses are relevant, solicit more comprehensive information on issues about which the Bank must weigh facts to make a legal judgment about the nominee's eligibility, and move most instructions to a separate sheet and otherwise streamline the questions. The revisions should allow nominees to complete the form more quickly by providing preset answer choices for many questions, permitting attachments in answer to certain questions, and eliminating some superfluous questions. FHFA estimates that, in addition to encouraging more accurate and complete answers, the revisions will reduce the amount of time it takes a nominee to complete the form from three to two hours.

The *Independent Director Annual Certification Form*, which runs two pages including instruction, is completed by incumbent independent directors annually to certify that they remain legally eligible to serve. The existing form provides independent directors with the option merely to check a box stating that "no changes have occurred" with respect to the director's compliance with the statutory eligibility requirements. In the Agency's view, providing this option has resulted in some independent directors overlooking changes in residence or employment that might render them ineligible to continue to serve. As revised, the form would require independent directors to provide current information on residence and employment to allow the Bank to determine whether there may be new information leading to eligibility concerns.

The *Member Director Eligibility Certification Form*, which includes one-and-a-half pages of questions and two pages of instructions (reflecting the fact that the form is used for multiple purposes), is completed both by nominees running for a member directorship and annually by incumbent member directors to certify their continuing eligibility. The form is designed to confirm that member directors and member

directorship nominees are legally eligible to serve in the directorship positions they occupy or are seeking. Although some questions on the form will be revised to provide preset answers, the substance of questions on the revised form will remain essentially the same as those on the existing form. The *Member Director Eligibility Certification Form* was most recently revised in August 2020 to remove a notarization requirement (neither of the other two Bank director forms had such a requirement).

The revised questions, including preset answer selections, and instructions for each of the Bank director forms appear at the end of this notice. The final formatting of the revised forms has yet to be determined.

### **C. Burden Estimate**

FHFA estimates the total annual hour burden imposed upon respondents by the three Bank director forms comprising this information collection to be 119 hours (39 hours + 50 hours + 30 hours = 119 hours, as detailed below).

The Agency estimates the total annual hour burden on all member director candidates and incumbent member directors associated with review and completion of the *Member Director Eligibility Certification Form* to be 39 hours. This includes a total annual average of 72 member director nominees (24 open seats per year with three nominees for each) completing the form as an application, with 1 response per nominee taking an average of 15 minutes (.25 hours) (72 respondents x .25 hours = 18 hours). It also includes a total annual average of 84 incumbent member directors not up for election completing the form as an annual certification, with 1 response per individual taking an average of 15 minutes (.25 hours) (84 individuals x .25 hours = 21 hours).

The Agency estimates the total annual hour burden on all independent director candidates associated with review and completion of the *Independent Director Application Form* to be 50 hours. This includes a total annual average of 25 independent director candidates (22 open seats per year, plus three vacancies, with one nominee for

each), with 1 response per individual taking an average of 2.0 hours (25 individuals x 2.0 hours = 50 hours).

The Agency estimates the total annual hour burden on all incumbent independent directors associated with review and completion of the *Independent Director Annual Certification Form* to be 30 hours. This includes a total annual average of 60 incumbent independent directors not up for election, with 1 response per individual taking an average of 30 minutes (.5 hours) (60 individuals x .5 hours = 30 hours).

#### **D. Comments Request**

FHFA requests written comments on the following: (1) Whether the collection of information is necessary for the proper performance of FHFA functions, including whether the information has practical utility; (2) the accuracy of FHFA's estimates of the burdens of the collection of information; (3) ways to enhance the quality, utility, and clarity of the information collected; and (4) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology.

**Kevin Smith,**

*Chief Information Officer,*

*Federal Housing Finance Agency.*

## **FEDERAL HOME LOAN BANK MEMBER DIRECTOR ELIGIBILITY CERTIFICATION FORM (REVISED)**

### **INSTRUCTIONS**

This Federal Home Loan Bank Member Director Eligibility Certification Form must be completed by individuals wishing to accept a nomination to stand for election as a member director of the Federal Home Loan Bank of [TO BE COMPLETED BY EACH BANK] (Bank) or to be considered for appointment by the Bank's board to fill a member directorship that has become vacant. It must also be completed annually by each incumbent member director. Your responses to the questions on this Form will assist the Bank in verifying that you meet the eligibility requirements to serve as a member director.

You are eligible to serve as a member director of the Bank only if you meet all of the following requirements:

- You are a citizen of the United States;
- You are an officer or director of a member institution of the Bank:
  - That was a member of the Bank as of December 31, [PRIOR YEAR]; and
  - Whose voting state for purposes of Bank directorship elections is the state that is represented by the directorship for which you have been nominated; and
- Each member of the Bank for which you are an officer or director is in compliance with all of its applicable minimum capital requirements established by its primary regulator.

These eligibility requirements may be found in sections 7(a) and (b) of the Federal Home Loan Bank Act, 12 U.S.C. §§ 1427(a), (b), and in FHFA's regulations at 12 CFR 1261.5(a) and (b).

Please follow the instructions below appropriate for the purpose for which you are completing this form.

### ***NOMINEES IN THE ANNUAL ELECTION CYCLE***

If you have been nominated to stand for election as a member director of the Bank you must complete and execute this Form and submit it to the Bank on or before the date specified by the Bank to accept the nomination. If you do not submit a completed and executed Form by that date, you will be deemed to have declined the nomination. By law, the Bank may not permit a directorship nominee to stand for election unless it has verified that the nominee is legally eligible to serve in the directorship for which he or she has been nominated. Further, the Bank may neither declare elected any nominee nor seat any director-elect whom it has reason to know is ineligible to serve.

### ***CANDIDATES TO FILL A VACANT MEMBER DIRECTORSHIP***

If the Bank's board of directors is considering you as a candidate to fill the unexpired term of office of a vacant member directorship on the Bank's board, you must complete and execute this Form and return it to the Bank on or before the date specified by the Bank. If you fail to submit a completed and executed form by that date, or if you submit a form that does not adequately demonstrate that you meet all applicable eligibility requirements, the Bank may determine that you are ineligible to serve, in which case the Bank's board would be prohibited by law from electing you to fill the vacant directorship. By law, the Bank's board may not elect any person to fill a vacant directorship unless it has verified that the individual is legally eligible to serve in that directorship.

## FEDERAL HOME LOAN BANK MEMBER DIRECTOR ELIGIBILITY CERTIFICATION FORM (REVISED)

### ***ANNUAL ELIGIBILITY CERTIFICATIONS BY INCUMBENT DIRECTORS***

The Bank is required by law to solicit information from its incumbent directors annually to verify that each director remains in compliance with the applicable statutory and regulatory eligibility requirements. During each calendar year that you are an incumbent member director, you must complete and execute this Form and return it to the Bank on or before the date specified by the Bank. If you fail to submit a completed and executed form by that date, or if you submit a form that does not adequately demonstrate that you continue to meet all applicable eligibility requirements, the Bank may determine that you are ineligible to serve, in which case it would be required by law to declare your directorship vacant.

### **YOUR PERSONAL INFORMATION**

Please provide your personal information as indicated in Questions 1 – 2.

1. ***Full name:***
2. ***Contact information:***
  - Phone number (leave room for multiple; indicate home, office, or cell); E-mail address
  - Mailing address: Number/Street (or PO Box), City, State, Zip Code

### **ELIGIBILITY REQUIREMENTS**

Please answer in full Questions 3 – 5, which pertain to your compliance with the statutory and regulatory eligibility requirements for member directors.

3. ***Citizenship.*** Are you a citizen of the United States? \_\_\_\_ Yes \_\_\_\_ No
4. ***Primary Member Affiliation.*** Please provide the following information about the institution you serve as an officer or director that is a member of the Bank on whose board you serve or have been nominated to serve:
  - Name of the institution:
  - Your title or position:
  - Address of the member's principal place of business for Bank membership purposes:
  - Does this institution comply with all applicable minimum capital requirements established by its primary regulator? \_\_\_\_ Yes \_\_\_\_ No
5. ***Other Member Affiliations.***
  - A. Other than the institution you listed in response to Question 4, do you serve as an officer or director of any other institution that is a member of this Federal Home Loan Bank? \_\_\_\_ Yes \_\_\_\_ No
  - B. If you answered Yes to Question 5A, please provide the following information for each member of the Federal Home Loan Bank that you serve as an officer or director:
    - Name of the institution:
    - Your title or position:

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- Address of the member's principal place of business for Bank membership purposes:
- Does this institution comply with all applicable minimum capital requirements established by its primary regulator? \_\_\_\_ Yes \_\_\_\_ No

**By executing this form, you are certifying that the information you have provided is true, correct, and complete to the best of your knowledge and that you understand that you have a continuing obligation to inform the Bank of any facts that may call into question your eligibility or ability to serve as a Bank director.**

**Signature:**

**Dated:**

## FEDERAL HOME LOAN BANK INDEPENDENT DIRECTOR APPLICATION FORM (REVISED)

### INSTRUCTIONS

You either have expressed interest in, or have been recommended for, nomination to stand for election as an independent director of the Federal Home Loan Bank of [TO BE COMPLETED BY EACH BANK] (Bank). **If you would like the Bank's board of directors to consider you as a possible nominee for an independent directorship, you must complete and execute this Federal Home Loan Bank Independent Director Application Form and submit it to the Bank on or before [DATE AT LEAST 30 DAYS AFTER BANKS PROVIDES ACCESS TO THE FORM].** If you do not submit a completed and executed Form by that date, you will be deemed to have declined to be considered for nomination.

By law, the Bank's board of directors may nominate you for an independent directorship only if it has verified that you meet the legal eligibility requirements applying to independent directors and possess the professional qualifications that are specified by law for the type of independent directorship for which you are being considered. Your responses to the questions on this Form will assist the Bank in verifying that you are legally eligible, and possess the required professional qualifications, to serve as an independent director of the Bank if elected.

You are eligible to serve as an independent director of the Bank only if you meet all of the following requirements:

- You are a citizen of the United States.
- You are a *bona fide* resident of the Bank District, as determined by meeting either one of the following two sets of criteria:
  - Your principal residence is located in the Bank District; or
  - You both:
    - Own or lease in your own name a residence in the Bank District; and
    - Are employed in a voting state in the Bank District.
- Neither you nor your spouse are:
  - An officer of any Federal Home Loan Bank; or
  - An officer, employee, or director of any member of, or recipient of advances from, the Bank. For purposes of this prohibition:
    - "Advances" includes any form of lending, regardless of whether it is denominated as an "advance"; and
    - "Member" and "recipient of advances" include the institution itself and the institution's holding company, except where the assets of all members or all recipients of advances constitute less than 35 percent of the assets of the holding company, on a consolidated basis.

These eligibility requirements may be found in sections 7(a) and (b) of the Federal Home Loan Bank Act (Bank Act), 12 U.S.C. §§ 1427(a), (b), and in FHFA's regulations at 12 CFR 1261.5(c) and 1261.10.

In addition, you must demonstrate that you possess certain professional qualifications, which differ depending on whether you are seeking nomination for a "regular" or a "public interest" independent directorship. By law, the Bank must designate at least two of the independent directorships on its board as "public interest" directorships. These may be filled only by individuals having, at the time of nomination, more than four (4) years of experience representing consumer or community interests in banking services, credit needs, housing, or consumer financial protections.

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Regular independent directorships—that is, those that are not public interest directorships—must be filled by individuals having, at the time of nomination, experience in or knowledge of one or more of the following areas: auditing and accounting, derivatives, financial management, organizational management, project development, risk management practices, and the law. Such knowledge or experience must be commensurate with that needed to oversee a financial institution with a size and complexity comparable to that of the Bank. The requirements regarding professional qualifications may be found in section 7(a)(3)(B) of the Bank Act, 12 U.S.C. § 1427(a)(3)(B), and in FHFA's regulations at 12 CFR 1261.7(e).

Please answer all applicable questions in full and do not answer any question by referring to another document, except where expressly permitted to do so.

### **YOUR PERSONAL INFORMATION**

Please provide your personal information as indicated in Questions 1 – 3.

1. **Full name:**
2. **Contact information:**
  - Phone number (leave room for multiple; indicate home, office, or cell); E-mail address
  - Mailing address: Number/Street (or PO Box), City, State, Zip Code
3. **Current employment, if applicable:**
  - Name of your current employer; Your title or position
  - Your contact information at your place of employment:
    - Phone number; E-mail address
    - Number/Street, City, State, Zip Code

### **ELIGIBILITY REQUIREMENTS**

Please answer Questions 4 – 8, regarding your eligibility to serve as an independent director in full.

#### ***CITIZENSHIP AND RESIDENCY***

You must meet the legal requirements as to U.S. citizenship and Bank District residency to be eligible for nomination for an independent directorship.

4. **Citizenship.** Are you a citizen of the United States? \_\_\_\_ Yes \_\_\_\_ No
5. **Residency.**
  - A. Do you own or lease a residence within the Bank District? \_\_\_\_ Yes \_\_\_\_ No  
If you answered No to Question 5A, you do not meet the residency requirement.
  - B. If you answered Yes to Question 5A, please provide the street address of your residence within the Bank District: (Number/Street, City, State, Zip Code)
  - C. Is the address provided in response to Question 5B your principal residence?  
\_\_\_\_ Yes \_\_\_\_ No



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If you answered Yes to Question 5C, you meet the residency requirement.

If you answered No to Question 5C, you may still meet the residency requirement if you are employed within the Bank District. Please continue with Question 5D to indicate your in-District employment status.

- D. Are you employed within the Bank District? \_\_\_\_ Yes \_\_\_\_ No
- E. If you answered Yes to Question 5D, please identify your in-District employer:
- \_\_\_\_ Check if your in-District employment information is the same as that entered in response to Question 3.
  - \_\_\_\_ Check if your in-District employment information is different from that entered in response to Question 3, then provide the following information:
    - Name of your in-district employer; Your title or position
    - Number/Street, City, State, Zip Code

**INDEPENDENCE**

The information you provide below will enable the Bank to determine whether you meet the independence requirements. You may be nominated if you do not currently meet the independence requirements, but you must agree as part of the certification at the end of this form that you and your spouse will relinquish any positions that the Bank determines to be prohibited under those requirements. If elected, you may not be seated as an independent director so long as you or your spouse hold any such prohibited positions and, once seated, would become ineligible to continue to serve as an independent director if you or your spouse were to take any such prohibited positions.

**6. Employment by a Federal Home Loan Bank.**

- A. Are you or your spouse an employee of any Federal Home Loan Bank? \_\_\_\_ Yes \_\_\_\_ No
- B. If you answered Yes to Question 6A, please provide the following information for each such position held by you or your spouse:
- Name of the person holding the position:
  - Federal Home Loan Bank of:
  - Position or Title:
  - Dates held:

**7. Employment by a Bank Member, Housing Associate, or Holding Company.**

- A. Are you or your spouse an officer, director, or employee of a member of the Bank, an entity certified as a housing associate of the Bank, or a holding company that controls one or more members or housing associates of the Bank? \_\_\_\_ Yes \_\_\_\_ No
- B. If you answered Yes to Question 7A, please provide the following information for each such position held by you or your spouse:
- Name of the person holding the position:
  - Name of the employer:
  - Check the appropriate response below to indicate whether the employer is:
    - \_\_\_\_ a member
    - \_\_\_\_ a holding company of a member
    - \_\_\_\_ a housing associate
    - \_\_\_\_ a holding company of a housing associate

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- Position or Title:
- Dates held:
- If the employer is a holding company:
  - Indicate the total assets of the holding company;
  - Indicate the total assets of each member or housing associate of the Bank controlled by the holding company; and
  - Provide, or direct the Bank to, documentation to support those amounts.

### **ACADEMIC AND EMPLOYMENT HISTORY**

Please answer in full Questions 8 - 10, regarding your academic and employment background. If you wish, you may answer any or all of these questions by attaching a resume or CV, so long as you provide all of the information requested.

- ☐ Check if you have attached a resume or CV in response to Questions 8 - 10.
8. **Academic degrees.** Please list any college or advanced academic degrees that you have been awarded, specifying for each: the type of degree, the name and location of the academic institution that awarded your degree, and the date awarded.
  9. **Employment History.** Please list, from most to least recent, the positions you have held during your professional career, specifying for each: the name and location of your employer, your position, and the date range during which you served in that position. Please explain any major gaps in your employment chronology.
  10. **Other Relevant Experience and Achievements.** Please list any other significant positions you have held, or currently hold, (such as other directorships or volunteer positions) that you believe are relevant to your qualifications to serve as an independent director of the Bank, specifying for each: the name and location of the organization with which you served, your position, and the date range during which you served in that position.

### **PROFESSIONAL QUALIFICATIONS**

Please indicate below whether you are seeking nomination for a public interest independent directorship or a regular independent directorship and then complete the appropriate questions regarding your qualifications for that type of independent directorship.

11. **Type of Independent Directorship Being Sought.** Please check one of the boxes below to indicate the type of independent directorship you are seeking.
  - ☐ Check if you are seeking a public interest independent directorship.
  - ☐ Check if you are seeking a regular independent directorship.

## FEDERAL HOME LOAN BANK INDEPENDENT DIRECTOR APPLICATION FORM (REVISED)

### ***PUBLIC INTEREST INDEPENDENT DIRECTORSHIP***

If you are seeking a public interest independent directorship, please answer in full Question 12, which pertains to your professional qualifications to serve in that capacity. Although you are not required to do so, you may also answer Questions 13 – 14, regarding professional qualifications requirements for regular independent directors, if you wish to highlight relevant knowledge or experience in the areas addressed in those questions. If you are seeking a regular independent directorship, you may skip to Question 13, although you may choose to answer Question 12, regarding professional qualifications requirements for public interest independent directors, if you wish to highlight relevant knowledge or experience in the areas addressed in that question.

By statute, a nominee for a public interest independent directorship must have “more than 4 years of experience in representing consumer or community interests on banking services, credit needs, housing, or consumer financial protections.” Qualifying experience in one of the four enumerated areas may have been acquired in professional, public service, or volunteer positions, so long as the work done was substantial in terms of time commitment and responsibility. Further, the experience must accrue from activities personally undertaken by the individual seeking nomination as a public interest independent director, as opposed to being attributed based merely on the activities of an organization with which the person was associated. As indicated by the statute’s use of the word “representing,” the experience must have involved advocating for, or otherwise acting primarily for the direct benefit of, consumer or community interests in one of the four enumerated areas. Thus, industry-side experience, even if the activities undertaken may have benefitted consumer or community interests, is generally not qualifying because it does not involve “representing” those interests.

12. ***Representation of Consumer and Community Interests.*** Please explain in detail how you have represented consumer or community interests in banking services, credit needs, housing, or consumer financial protections for more than four years. At a minimum:

- Identify the positions through which you obtained your qualifying experience and specify the dates during which you served in those positions.
- Specify whether those positions involved banking services, credit needs, housing, or consumer financial protections.
- To the extent that your experience was obtained with an organization or agency, describe generally the mission of each such organization or agency and the manner in which its mission is typically fulfilled.
- Describe your responsibilities in those positions and, if any were not full-time paid employment, indicate the amount of time you spent fulfilling those responsibilities annually.
- Describe your major accomplishments in those positions that relate to the experience needed to qualify as a public interest independent director.

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### **REGULAR INDEPENDENT DIRECTORSHIP**

If you are seeking a regular independent directorship, please answer in full Questions 13 – 14, which pertain to your professional qualifications to serve in that capacity. If you are seeking a public interest independent directorship, you are not required to answer these questions, but may choose to do so if you possess relevant knowledge and experience that you wish to highlight.

13. **Primary Areas of Knowledge and Experience.** Please indicate below, by checking the appropriate boxes, the professional areas in which you have significant knowledge or experience that is commensurate with that needed to oversee a financial institution with a size and complexity comparable to that of the Bank.

- ☐ Auditing and accounting
- ☐ Derivatives
- ☐ Financial management
- ☐ Organizational management
- ☐ Project development
- ☐ Risk management practices
- ☐ The law

14. **Description of Knowledge and Experience.** For each of your primary areas of professional knowledge and experience indicated in response to Question 13, please describe in detail the nature of that knowledge and experience and the circumstances under which you obtained it. At a minimum, for each area:

- Identify the entities with which you were employed or otherwise associated when you gained the knowledge or experience and describe briefly the business or mission of those entities (*e.g.*, "investment bank," "law firm," etc.).
- Identify the positions you have held with those entities and describe your major accomplishments in those positions with respect to the relevant areas.

### **OTHER MATTERS**

15. **Personal Integrity.** Is there anything in your background that might cause a reasonable person to question your personal integrity, your ability to fulfill the fiduciary duties of a board director, or your competence to supervise the management of the Bank (issues of concern could include, but are not limited to: past felony convictions or pending felony charges; any findings by a court or administrative body that you have violated federal or state civil laws relating to securities, banking, housing, or real estate; suspension or revocation of a professional license; a personal or business bankruptcy filing; or having been the subject of a tax lien)? ☐ Yes ☐ No

If you answered Yes, please fully describe the incidents, the timeframes in which they occurred, and their ultimate disposition and provide supporting documentation where appropriate.

16. **Conflicts of Interest.** Other than any relationships described in response to Questions 6 – 7, do you or, to your knowledge, do any of your immediate family members (*i.e.*, a parent, sibling, spouse, child, other dependent, or any relative sharing your residence) or close business associates (*i.e.*, a corporation or organization of which you are an officer or a partner, or in which you own more than ten percent of any class of equity security (including subordinated

## FEDERAL HOME LOAN BANK INDEPENDENT DIRECTOR APPLICATION FORM (REVISED)

debt); an individual that is an officer or a partner of, or who owns more than ten percent of any class of equity security (including subordinated debt) in, such a corporation or organization; or a trust in which you have a substantial interest or serve in a fiduciary capacity) have any financial interests or other relationships that might create actual or apparent conflicts of interest or might otherwise lead a reasonable person to question your ability to administer the affairs of the Bank fairly and impartially? \_\_\_\_ Yes \_\_\_\_ No

If you answered Yes, please fully describe the nature of those interests or relationships, the individuals or entities involved, and their relationship to you.

### By executing this form, you are certifying that:

- The information you have provided is true, correct, and complete to the best of your knowledge;
- You understand that you have a continuing obligation to inform the Bank of any facts that may call into question your eligibility or ability to serve as a Bank director; and
- If you are nominated and elected to serve as a director:
  - You and your spouse will relinquish any positions that the Bank determines to be prohibited by the statutory and regulatory independence requirements for independent directors; and
  - You will regularly attend the meetings of the board of directors and the board committees to which you are assigned and will devote the time necessary to adequately prepare for those meetings and execute your other responsibilities as an independent director.

Signature:

Dated:

## FEDERAL HOME LOAN BANK INDEPENDENT DIRECTOR ANNUAL CERTIFICATION FORM (REVISED)

### INSTRUCTIONS

The Federal Home Loan Bank of [TO BE COMPLETED BY EACH BANK] (Bank) is required by law to solicit information from its incumbent directors annually to verify that each director remains in compliance with the applicable statutory and regulatory eligibility requirements. Your responses to the questions on this **Federal Home Loan Bank Independent Director Annual Certification Form** will assist the Bank in verifying that you continue to meet the eligibility requirements that apply to the independent directorship in which you are currently serving.

**Please complete and execute this Form and return it to the Bank on or before [MARCH 1, {CURRENT YEAR} (or, if 3/1 is not a business day, THE NEXT BUSINESS DAY FOLLOWING 3/1)].** If you fail to submit a completed and executed form by that date, or if you submit a form that does not adequately demonstrate that you continue to meet all applicable eligibility requirements, the Bank may determine that you are ineligible to serve, in which case the Bank would be required by law to declare your directorship vacant.

You are eligible to serve as an independent director of the Bank only if you meet all of the following requirements:

- You are a citizen of the United States.
- You are a *bona fide* resident of the Bank District, as determined by meeting either one of the following two sets of criteria:
  - Your principal residence is located in the Bank District; or
  - You both:
    - Own or lease in your own name a residence in the Bank District; and
    - Are employed in a voting state in the Bank District.
- Neither you nor your spouse are:
  - An officer of any Federal Home Loan Bank; or
  - An officer, employee, or director of any member of, or recipient of advances from, the Bank. For purposes of this prohibition:
    - “Advances” includes any form of lending, regardless of whether it is denominated as an “advance”; and
    - “Member” and “recipient of advances” include the institution itself and the institution’s holding company, except where the assets of all members or all recipients of advances constitute less than 35 percent of the assets of the holding company, on a consolidated basis.

These eligibility requirements may be found in sections 7(a) and (b) of the Federal Home Loan Bank Act (Bank Act), 12 U.S.C. §§ 1427(a), (b), and in FHFA’s regulations at 12 CFR 1261.5(c) and 1261.10.

## FEDERAL HOME LOAN BANK INDEPENDENT DIRECTOR ANNUAL CERTIFICATION FORM (REVISED)

### **YOUR PERSONAL INFORMATION**

Please provide your personal information as indicated in Questions 1 – 3.

1. **Full name:**
2. **Contact information:**
  - Phone number (leave room for multiple; indicate home, office, or cell); E-mail address
  - Mailing address: Number/Street (or PO Box), City, State, Zip Code
3. **Current employment, if applicable:**
  - Name of your current employer; Your title or position
  - Your contact information at your place of employment:
    - Phone number; E-mail address
    - Number/Street, City, State, Zip Code

### **ELIGIBILITY REQUIREMENTS**

Please answer Questions 4 – 8, regarding your eligibility to serve as an independent director in full.

#### ***CITIZENSHIP AND RESIDENCY***

You must meet the legal requirements as to U.S. citizenship and Bank District residency to be eligible for nomination for an independent directorship.

4. **Citizenship.** Are you a citizen of the United States? \_\_\_\_ Yes \_\_\_\_ No
5. **Residency.**
  - A. Do you own or lease a residence within the Bank District? \_\_\_\_ Yes \_\_\_\_ No  
If you answered No to Question 5A, you do not meet the residency requirement.
  - B. If you answered Yes to Question 5A, please provide the street address of your residence within the Bank District: (Number/Street, City, State, Zip Code)
  - C. Is the address provided in response to Question 5B your principal residence?  
\_\_\_\_ Yes \_\_\_\_ No  
If you answered Yes to Question 5C, you meet the residency requirement.  
If you answered No to Question 5C, you may still meet the residency requirement if you are employed within the Bank District. Please continue with Question 5D to indicate your in-District employment status.
  - D. Are you employed within the Bank District? \_\_\_\_ Yes \_\_\_\_ No
  - E. If you answered Yes to Question 5D, please identify your in-District employer:
    - \_\_\_\_ Check if your in-District employment information is the same as that entered in response to Question 3.
    - \_\_\_\_ Check if your in-District employment information is different from that entered in response to Question 3, then provide the following information:
      - Name of your in-district employer; Your title or position
      - Number/Street, City, State, Zip Code

**FEDERAL HOME LOAN BANK INDEPENDENT DIRECTOR ANNUAL CERTIFICATION FORM (REVISED)**

***INDEPENDENCE***

The information you provide below will enable the Bank to determine whether you meet the independence requirements. You may be nominated if you do not currently meet the independence requirements, but you must agree as part of the certification at the end of this form that you and your spouse will relinquish any positions that the Bank determines to be prohibited under those requirements. If elected, you may not be seated as an independent director so long as you or your spouse hold any such prohibited positions and, once seated, would become ineligible to continue to serve as an independent director if you or your spouse were to take any such prohibited positions.

**6. *Employment by a Federal Home Loan Bank.***

- A. Are you or your spouse an employee of any Federal Home Loan Bank? ☐ Yes ☐ No
- B. If you answered Yes to Question 6A, please provide the following information for each such position held by you or your spouse:
- ☐ Name of the person holding the position:
  - ☐ Federal Home Loan Bank of:
  - ☐ Position or Title:
  - ☐ Dates held:

**7. *Employment by a Bank Member, Housing Associate, or Holding Company.***

- A. Are you or your spouse an officer, director, or employee of a member of the Bank, an entity certified as a housing associate of the Bank, or a holding company that controls one or more members or housing associates of the Bank? ☐ Yes ☐ No
- B. If you answered Yes to Question 7A, please provide the following information for each such position held by you or your spouse:
- ☐ Name of the person holding the position:
  - ☐ Name of the employer:
  - ☐ Check the appropriate response below to indicate whether the employer is:
    - ☐ a member
    - ☐ a holding company of a member
    - ☐ a housing associate
    - ☐ a holding company of a housing associate
  - ☐ Position or Title:
  - ☐ Dates held:
  - ☐ If the employer is a holding company:
    - ☐ Indicate the total assets of the holding company;
    - ☐ Indicate the total assets of each member or housing associate of the Bank controlled by the holding company; and
    - ☐ Provide, or direct the Bank to, documentation to support those amounts.

**By executing this form, you are certifying that the information you have provided is true, correct, and complete to the best of your knowledge and that you understand that you have a continuing obligation to inform the Bank of any facts that may call into question your eligibility or ability to serve as a Bank director.**

**Signature:**

**Dated:**